

RECORDATION NO. 27873 -A
FILED

JUN 02 '09 -12 00 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 2, 2009

Anne K. Quinlan Esquire
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington D.C. 20423-0001

Re: ICX No. 1395-028

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (ICX No: 1395-028), dated as of May 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 27873.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: MB Financial Bank N.A.
800 W Madison St,
Chicago, IL 60607-2630

Anne K. Quinlan Esquire
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A description of the railroad equipment covered by the enclosed document is:

22 pieces of maintenance of way equipment manufactured by Panderol Jackson, JD - Westside, Kershaw Manufacturing Co., L&H Welding & Machine Company, Nordco Inc., SunSource and Racine Railroad Products Inc. as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment and Restatement of Equipment
Schedule (ICX No. 1395-028).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUN 02 '09 -12 00 PM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(ICX - No. 1395)

This Memorandum of Lease Assignment, dated as of May 27, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor"), as assignee of ICX Corporation, and MB Financial Bank, N.A., a national banking association ("Assignee").

Pursuant to that certain Master Lease Agreement No. 1395, effective April 20, 2004 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 028 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule has been amended and restated as set forth on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC.,
as assignee of ICX CORPORATION, Assignor

By: S. Perakis

Name: Soula Perakis
Assistant Vice President

Title: _____

MB FINANCIAL BANK, N.A., Assignee

By: B. J. Field

Name: BURTON FIELD
PRESIDENT

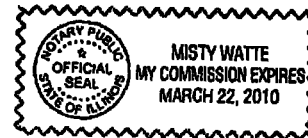
Title: President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), as assignee of ICX Corporation, by Saula Perakis, its AVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 24th day of May, 2009.

Misty Watte
Notary Public



State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MB Financial Bank, N.A., a national banking association (the "Association"), by Burton Field, its Lease Banking President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Association, and the free act and deed of the Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 27th, May, this ___ day of May, 2009.

Denise Ference
Notary Public



EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 028.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 028 is 84 months commencing as of August 1, 2006.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 028 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Jackson	3300-S	Switch Chase Tamper	153422	X5600249
2	JD - Westside	TCM-120C	Magnet Crane	FF120CX035747 FF120CX035745	X6000258 X6000259
2	Kershaw	46-60	Ballast Regulator	46-583-06 46-584-06	X0600425 X0600426
4	Kershaw	12-12	Tie Crane	12-1119-06 11-1120-06 12-1123-06 12-1124-06	X6000252 X6000253 X6000254 X6000255
1	L&H	LHAPG-I	Auto Pregager		X6700076
3	Nordco	CXS-N	Auto Spiker	410692-06 410693-06 410694-06	X4400393 X4400394 X4400395
2	Nordco	SP2R	Spike Puller	310045-06 310046-06	X4700448 X4700449

1	Nordco	TRIPP	Tie Inserter- Remover	760223-06	X6300195
1	Sunsource	SSX82-1	Hyd Upgrade Assy for X8200030	SSX82-1	X8200030
4	Racine Railroad		Ultra S Clipper	UCS-137-06 USC-138-06 USC-139-06 USC-140-06	X0100504 X0100505 X0100506 X0100507
1	Jackson	3300	Switch Chase Tamper	153423	X5600250

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/2/09



Robert W. Alvord